

Constitution and Bylaws

Loudoun County Emergency Medical Services Council, Incorporated

Ratified: January 18, 2005

ARTICLE I

GENERAL

Section I – Name

The name of this organization shall be the “Loudoun County Emergency Medical Services Council, Incorporated” and shall also be known as the “EMS Council” and was formerly known as the Loudoun County Emergency Medical Services Advisory Council, Incorporated.

Section II – Registered Agent

The Chairman of the EMS Council shall appoint a registered agent who shall be either a member of the Executive Committee of this Council or an attorney licensed to practice in Virginia. This person shall meet the requirements promulgated by the State Corporation Commission.

Section III – Purpose

The purposes of the EMS Council shall be:

1. To coordinate lay and professional responsibilities and interests in emergency medical services with the County of Loudoun on emergency medical services affecting the citizens and visitors of Loudoun County;
2. To serve as the principal advisory body on emergency medical services to governmental and non-governmental agencies in Loudoun County, Virginia;
3. To develop goals and facilitate broad countywide comprehensive emergency medical service plans and priorities, to stimulate and coordinate action; and otherwise ensure the effective use of existing and future medical facilities, services and manpower within the framework of the overall comprehensive health planning effort for Loudoun County, Virginia;

4. To represent the interests of Loudoun County, Virginia in regional, state, interstate and national emergency medical services planning and programs.

ARTICLE II **MEMBERSHIP**

Section I – Member Organizations

1. Membership in the EMS Council shall be of three types:
 - (a) Full Voting Membership
 - (b) Limited Voting Membership
 - (c) Non-voting Membership
2. Full Voting Membership may be granted to those non-voting member organizations who have enjoyed a Non-voting Membership status in the Loudoun County EMS Council, Inc. for a period of one (1) year and who apply in writing to the Chairman of the EMS Council; and who meet the eligibility requirements for a Full Voting Membership;
 - (a) Each licensed Volunteer and Governmental Emergency Medical Services (EMS) Agency located within Loudoun County, Virginia, that holds an Emergency Medical Services Ground Ambulance (Transport) Licensure classification as designated by the Office of Emergency Medical Services, Virginia Department of Health;
 - (b) The EMS Council Operational Medical Director(s).
3. Limited Voting Membership may be granted to those Non-voting Member organizations who have enjoyed a Non-voting Membership status in the Loudoun County EMS Council, Inc. for a period of one (1) year and who apply in writing to the Chairman of the EMS Council; and who meet the eligibility requirements for a Limited Voting Membership;
 - (a) Each licensed Emergency Medical Services (EMS) Agency located within Loudoun County, Virginia, that holds an Emergency Medical Services Ground Ambulance (Transport), Neonatal Ambulance, and Air Ambulance Licensure classification as designated by the Office of Emergency Medical Services, Virginia Department of Health but who does not meet eligibility for Full Voting Membership status (limited to six);

- (b) Each licensed Volunteer and Governmental Emergency Medical Services (EMS) Agency located within Loudoun County, Virginia, that holds and Emergency Medical Services Nontransport First Response (Nontransport) as designated by the Office of Emergency Medical Services, Virginia Department of Health.**
- 4. Non-voting Membership shall be the entry-level membership for all types of membership in The Loudoun County EMS Council, Inc. Those agencies meeting the eligibility criteria for Full Voting Membership or Limited Voting Membership, may apply for such membership in writing to the Chairman of the EMS Council upon completion of a one (1) year probationary period during which time the agency demonstrates that they are a members in good standing.**
 - (a) Entry-level membership for all categories of membership;**
 - (b) Loudoun County Health Department;**
 - (c) State, County or Town Law Enforcement Agencies located in Loudoun County, Virginia;**
 - (d) Licensed Health Care facilities located in Loudoun County, Virginia**
 - (e) Other concerned health care organizations located in Loudoun County not specifically listed for eligibility for either a Full Voting Membership or a Limited Voting Membership category.**
- 5. Each agency approved for the Full Voting Membership category shall have two delegates and two alternates. Each agency would be entitled to two votes provided that either the two delegates or their alternates are present for the vote.**
- 6. Each agency approved for the Limited Voting Membership category shall have one delegate and one alternate. Each agency would be entitled to one vote provided that the delegate or the alternate are present for the vote.**
- 7. Each EMS Council Operational Medical Director will be entitled to one (1) vote provided that they are present for the vote.**
- 8. Agencies and Organizations approved for the Non-voting Membership category shall not be entitled to vote.**

Section II – Election to and Termination of Membership

- 1. Requests for Non-voting Membership in the EMS Council shall be made in writing to the Chairman of the EMS Council. Election to Non-voting Membership shall be by a majority vote of the total voting membership of the EMS Council.**
- 2. After completion of one (1) year as a non-voting member in the EMS Council, agencies eligible for Full Voting Membership or a Limited Voting Membership in the EMS Council may request a change of status. Requests shall be made in writing to the EMS Council Chairman. The EMS Council Executive Committee shall determine eligibility for Full Voting Membership or Limited Voting Membership as described in Article II and shall make a recommendation to the EMS Council membership. Full Voting Membership or Limited Voting Membership shall be granted by a majority vote of the total voting membership of the EMS Council.**
- 3. Agencies and Organizations approved for the Non-voting Membership category shall not be entitled to vote.**
- 4. Failure of an organization to have any official Delegate or alternate, as described in Article III, attend three (3) consecutive EMS Council meetings or six (6) EMS Council meetings over the preceding twelve month period will result in that organization automatically losing its membership status. That same organization must then re-apply for membership as defined in this Section and must serve in a Non-voting Membership status for a minimum of six (6) months prior to any application for Full Voting Membership or Limited Voting Membership status.**

ARTICLE III **DELEGATES/REPRESENTATIVES/ALTERNATES**

Section I – Official Delegates/Representatives/Alternates

- 1. Each Full Voting Membership organization shall appoint two (2) delegates from their organization and shall designate two (2) alternate delegates to act in the absence of their primary delegates.**
- 2. Each Limited Voting Membership organization shall appoint one (1) official delegate from its organization and shall designate one (1) official alternate delegate to act in the absence of its primary delegate.**

3. All Non-voting Membership organizations shall appoint one (1) official representative from its organization and shall designate one (1) official alternate representative to act in the absence of its official representative.
4. Each member organization through either the President or the Rescue Chief of the organization, shall annually submit a written list on the organizations official letterhead of the names, addresses, telephone numbers and e-mail addresses of their delegates and alternate delegates or their representative and alternate representative. This list shall be submitted to the Secretary of the EMS Council no later than the 10th day in January in any given odd calendar year. Failure to provide said list shall suspend all rights and privileges of same member organization until submittal has been completed.
5. Delegates, representatives and their designated alternates shall be appointed for a two-year term.
6. Interim changes to replace a Delegate, representative or their alternates during their appointed term shall be through the President or the Rescue Chief of the organization in writing on the organizations official letterhead and submitted to the Secretary of the EMS Council for presentation to the Executive Committee of the EMS Council for approval. Such change will not take effect until approval is received.
7. Only designated delegates or the alternate delegates are authorized to vote in any matters before the EMS Council.

Section II – Voting

1. Each agency approved for Full Voting Membership will be entitled to two votes by its designated primary delegates or their alternate delegates provided that they are present for the vote.
2. Each agency approved for Limited Voting Membership will be entitled to one vote by its designated primary delegate or their alternate delegate provided that they are present for the vote.
3. Agencies and organizations approved for the Non-voting Membership category shall not be entitled to vote.

ARTICLE IV

OFFICERS

Section I – Officers

- 1. The officers of the EMS Council shall be the Chairman, the Vice Chairman, the Secretary, the Treasurer, three (3) At-Large Directors and the Medical Director(s).**
- 2. The Chairman, Vice Chairman, Secretary and Treasurer shall be elected from the list of delegates and alternate delegates of the Full Voting Membership Agencies.**
- 3. Two (2) At-Large Directors shall come from the Full Voting Membership Agencies and one (1) At-Large Director shall come from the Limited Voting Membership Agencies.**
- 4. The Medical Director(s) must be licensed to practice medicine in Virginia and shall have specialized in emergency medicine within Loudoun County.**

Section II – Duties of the Chairman

- 1. The Chairman shall preside over all EMS Council and Executive Committee meetings and shall supervise the activities of the Vice Chairman, Secretary, Treasurer and Committee Chairmen to ensure that their work is performed consistent with good management practices.**
- 2. The Chairman shall appoint the chairman and members of all EMS Council Committees, with the exception of the Peer Review Committee and the ALS Committee, who will be appointed by the Medical Director(s) and the Chairman jointly.**
- 3. The Chairman shall be an ex-officio member of all EMS Council committees.**
- 4. The Chairman shall select three (3) official representatives and three (3) alternate representatives to serve on the Northern Virginia Emergency Medical Services Council. These individuals shall be confirmed by a majority vote of the voting membership of the EMS Council present at a regular EMS Council meeting.**
- 5. The Chairman shall perform all other duties of the President/Chairman as designated in Robert's Rules of Order, Newly Revised.**

Section III – Vice Chairman

1. The Vice Chairman shall perform all of the duties and shall assume all of the responsibilities of the Chairman in the Chairman's absence.

Section IV – Secretary

1. The Secretary shall maintain an accurate record of all EMS Council meetings, including the Executive Committee meetings.
2. The Secretary shall submit the minutes of the EMS Council meeting and any Executive Committee EMS Council meetings in sufficient time for review by its members before the next monthly meeting.
3. The Secretary shall submit all annual reports necessary for the proper functioning of the EMS Council including, but not limited to, the Annual State Corporation Commission registration.

Section V – Treasurer

1. The Treasurer shall manage the financial affairs of the Council which include, but are not limited to, the following:
 - (a) Making deposits to bank accounts
 - (b) Making withdrawals from bank accounts
 - (c) Managing the Council's accountants payable and receivable
 - (d) Filing the annual Corporate Federal Income Tax Return by the 15th of November each year.
2. The Treasurer shall submit a written monthly Treasurer's Report detailing the financial condition of the EMS Council.
3. All checks written for EMS Council accounts shall be co-signed by two of the following officers of the EMS Council; Chairman, Vice Chairman, Secretary or Treasurer.

Section VI – At-Large Directors

1. Three (3) At-Large Directors shall represent the interests of the Agencies not otherwise represented on the Executive Committee. At-Large Directors shall perform other duties as assigned by the Chairman.

Section VII – Medical Director(s)

- 1. The Medical Director(s) of the EMS Council shall provide medical advice, guidance and direction to the programs and activities managed by the EMS Council. The Medical Director(s) must be licensed to practice medicine in Virginia and shall have specialized in emergency medicine within Loudoun County.**

Section VIII – Nominations and Elections

- 1. At the first regular meeting scheduled in January of the odd numbered years a Nominating Committee of three EMS Council members shall be selected by the Chairman. With the exception of the nominations for Medical Director(s), this Committee shall nominate candidates for the EMS Council offices listed below from the EMS Council delegates and alternate delegates list:
 - (a) Chairman**
 - (b) Vice Chairman**
 - (c) Secretary**
 - (d) Treasurer**
 - (e) Two (2) At-Large Director Full Voting Membership**
 - (f) One (1) At-Large Director Limited Voting Membership****
- 2. The Medical Director(s) will be nominated from a list of eligible candidates meeting the requirements listed in Article IV Section 1. The Medical Director(s) will never exceed more then two (2).**
- 3. The election of officers shall be held at the first regular EMS Council meeting in February of odd numbered years. Nominations for EMS Council officers will be accepted from delegates or alternate delegates at that time.**
- 4. Officers shall be elected in the following order: Chairman, Vice Chairman, Secretary, Treasurer, At-Large Directors, Medical Director(s).**
- 5. No member shall hold more than one elected office in the Council at any one time, nor will one member organization hold more than one elected office.**

Section IX – Term of Officers

1. The officers of the Council shall be elected to serve for a two-year term. Officers may succeed themselves or be elected to another office. There shall be no term limitations. The Officer's term of office shall begin at the conclusion of the meeting at which they are elected.

Section X – Removal of Officers and Members

1. Any officer, delegate, representative or alternate can be removed from membership in the EMS Council for just cause. All charges for dismissal of a member from the EMS Council must be prepared and submitted in writing by a delegate or alternate delegate in the case of a voting membership status or by any member in the case of a non-voting membership status. The written charges shall be delivered to the EMS Council Chairman. In the case where charges are preferred against the Chairman, charges shall be hand delivered to the Vice Chairman.
2. At the next regular EMS Council meeting, the member preferring charges shall present the case for dismissal to the membership. The member charged shall be afforded the opportunity to respond to the charges, including questioning the member making the charges. Following the presentations of the accuser and accused, the membership shall have the opportunity to discuss the dismissal with all concerned.
3. Following discussion by the membership, a vote for dismissal shall be taken. Greater than two-thirds (2/3) of the total voting membership is required for removal or dismissal.
4. Members dismissed under this article shall be ineligible to serve as an officer for four years, if dismissed from an office, or ineligible to serve as a delegate, representative or alternate for four years, if dismissed from membership.

ARTICLE V **COMMITTEES**

Section I – Executive Committee

1. The Executive Committee shall consist of the Chairman, the Vice Chairman, the Secretary, the Treasurer and the three (3) At-Large Directors. The EMS Council Chairman shall serve as the Chairman of the Executive Committee.

2. The Executive Committee shall be authorized to act for the EMS Council during the interval between regular EMS Council meetings. Any action taken by the Executive Committee shall be ratified by the EMS Council membership at its next regular meeting. Any action not ratified by the membership will be rescinded.

Section II – Standing Committees

1. The standing committees of the Council shall be:
 - (a) Rescue Chiefs Committee
 - (b) Advanced Life Support Committee
 - (c) Basic Life Support Committee
 - (d) Rescue Standards Committee
 - (e) Public Access Defibrillation Committee
 - (f) Peer Review Committee
 - (g) Constitution and Bylaws Committee
 - (h) Northern Virginia EMS Council
2. Membership on standing committees of the Council shall be at the pleasure of the Chairman with the following exceptions:
 - (a) Membership on the Rescue Chiefs Committee shall be restricted to the volunteer chiefs and governmental agencies described in Article II, Section I, Paragraph 2 (a).
 - (b) The EMS Council Medical Director(s) shall be a member of the Advanced Life Support and Basic Life Support Committees.
 - (c) Membership on the ALS and Peer Review Committee shall be a joint appointment by the Medical Director(s) and EMS Council Chairman.
3. Standing committees shall be authorized to draft committee policy and represent the EMS Council within their respective areas of responsibility under the direction of the EMS Council Chairman. Standing committees shall submit all requests for actions to the next regular EMS Council meeting for ratification.
4. Standing committees shall submit written minutes from their meetings to the Secretary.

Section III – Ad Hoc Committees

- 1. The Chairman may appoint ad hoc committees to assist in completing any of the functions or duties of the EMS Council. Ad hoc committees shall remain in existence until retired by the Chairman. Ad hoc committees must have at least one voting EMS Council member as a member.**
- 2. Actions taken by an ad hoc committee shall not be deemed the action of the EMS Council and shall not bind the EMS Council or its members.**
- 3. Ad hoc committees shall be authorized to draft committee policy and represent the EMS Council within their respective areas of responsibility under the direction of the EMS Council Chairman. Ad hoc committees shall submit all requests for actions to the next regular EMS Council meeting for ratification.**
- 4. Ad hoc committees shall submit written minutes from their meeting to the Secretary.**

ARTICLE VI **MEETINGS**

- 1. The regular monthly meeting of the EMS Council shall be on the third Tuesday of each month at 1930 hours unless rescheduled by the Chairman due to the weather or lack of a quorum. The EMS Council Chairman can cancel or postpone a regular meeting provided that all members receive adequate notification. Broadcast of the cancellation or postponement by either the fire and rescue dispatch frequency, general pager notification or e-mail shall be considered adequate notification.**
- 2. All rescheduled or special meetings of the EMS Council shall be announced on the fire and rescue dispatch frequency, general pager notification or e-mail shall be considered adequate notification at least two nights prior to the meeting. The broadcast shall include the time, the date and the place of the meeting.**
- 3. Greater than fifty percent (50%) of the voting member organizations shall constitute a quorum for a regular or special EMS Council meeting.**

4. The order of the Council business shall be as follows:

- (a) Call to Order**
- (b) Roll Call**
- (c) Public Comments – 5 minute time limit per person**
- (d) Member Comments – 5 minute time limit per person**
- (e) Approval of Previous Meeting Minutes**
- (f) Treasurer’s Report**
- (g) Medical Director’s Report**
- (h) Hospital Report**
- (i) Committee/Agency Reports**
- (j) Old Business**
- (k) New Business**
- (l) Announcements**
- (m) Adjournment**

ARTICLE VII
CODE OF CONDUCT

- 1. Members of the EMS Council who believe that participation in a discussion or a vote on an issue would create the appearance of a conflict of interest should voluntarily recuse themselves from the deliberations of the EMS Council and any subsequent votes on the issue.**
- 2. Whenever an EMS Council member has cause to believe that a matter to be voted upon would involve a possible conflict of interest, that member shall present a motion to table the action, stating his reasons. If the motion to table the matter is approved by the EMS Council, then a meeting of the Executive Committee shall be scheduled to consider such possible conflict of interest.**
- 3. At the next regular or special meeting of the EMS Council, the Executive Committee shall report its findings and recommendations to the EMS Council. The question of whether an actual conflict exists shall be decided by a majority vote of voting members present, excluding any other EMS Council delegate or alternate delegate who has already been disqualified from discussing or voting on the issue because of their own conflict of interest.**

ARTICLE VIII
PARLIAMENTARY PROCEDURE

1. Parliamentary procedures shall be used to conduct all meetings of the EMS Council and its committees. The latest edition of Robert's Rules of Order, Newly Revised shall govern the conduct of meetings where not otherwise specified by the Constitution and Bylaws of the EMS Council.

ARTICLE IX
INTERPRETATION

1. The Executive Committee of the EMS Council shall be the sole interpreter of the Constitution and Bylaws. All interpretations shall be recorded by the Secretary and shall become an appendix to the Constitution.

ARTICLE X
AMENDMENT OF BYLAWS

1. This Constitution and its Bylaws may be amended by a two-thirds (2/3) majority vote of the total voting membership using the following procedure:
 - (a) The proposed amendment shall be introduced and placed on the table at a regular monthly EMS Council meeting. The amendment must be provided to the Secretary of the EMS Council in writing and read to the membership.
 - (b) The amendment shall be discussed and voted on at the next regularly scheduled EMS Council meeting.

ARTICLE XI
DISSOLUTION OF THE EMS COUNCIL

1. A motion to dissolve the Council can be made by the Executive Committee of the EMS Council. The motion shall be presented to the Chairman and shall be placed on the table until the next scheduled EMS Council meeting.

- 2. Written notification by certified mail shall be made to all member organizations advising that a motion to dissolve the EMS Council will be considered at the next regular meeting of the EMS Council. The notice shall contain the date, the time and the location of the meeting.**
- 3. A three-fourths (3/4) affirmative vote of the total voting membership shall be required to dissolve the EMS Council.**
- 4. In the event that the EMS Council is dissolved, all remaining EMS Council funds will be distributed on an even basis to all volunteer agencies qualifying under Article II, Section I 2 (a).**